

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

NORTHWESTERN CORPORATION,

Reorganized Debtor.

THE PLAN COMMITTEE OF  
NORTHWESTERN CORPORATION,

Appellant,

v.

NORTHWESTERN CORPORATION, *et al.*,

Appellees.

AD HOC COMMITTEE OF CLASS 7  
DEBTHOLDERS,

Appellant,

v.

NORTHWESTERN CORPORATION, *et al.*,

Appellees.

Chapter 11

Case No. 03-12872 (KJC)

Civil Action No. 06-00157 - JJF

Civil Action No. 06-00158 - JJF

**JOINT NOTICE OF APPEAL TO THE UNITED STATES COURT OF  
APPEALS FOR THE THIRD CIRCUIT**

Magten Asset Management Corporation and Law Debenture Trust Company of New York, appellees in the above-captioned civil actions, appeal to the United States Court of Appeals for the Third Circuit from the Memorandum Opinion and Final Order of the United States District Court for the District of Delaware entered on March 6, 2007 [D.I. 21 & 22, Civil Action No. 06-00157; D.I. 12 & 13, Civil Action No. 06-00158], reversing and remanding the

February 2, 2006 Order of the Bankruptcy Court denying the Plan Committee's Motion In Aid of Consummation And Implementation Of The Plan For Order Authorizing And Directing Northwestern Corporation To Distribute Surplus Distributions.

Dated: April 3, 2007

**BLANK ROME LLP**

/s/ David W. Carickhoff, Jr.

Bonnie Glantz Fatell (DE No. 3809)

Dale R. Dubé (DE No. 2863)

David W. Carickhoff, Jr. (DE No. 3715)

1201 Market Street, Suite 800

Wilmington, DE 19801

Telephone: (302) 425-6400

Facsimile: (302) 425-6464

-and-

**FRIED, FRANK, HARRIS, SHRIVER &  
JACOBSON LLP**

Bonnie Steingart

Gary Kaplan

John W. Brewer

One New York Plaza

New York, NY 10004

Telephone: (212) 859-8000

Facsimile: (212) 859-4000

Counsel for Magten Asset Management  
Corporation

**AND**

**SMITH, KATZENSTEIN & FURLOW, LLP**

/s/ Kathleen M. Miller

Kathleen M. Miller (DE No. 2898)  
800 Delaware Avenue, 7<sup>th</sup> Floor  
P.O. Box 410  
Wilmington, DE 19899  
Telephone: (302) 652-8400  
Facsimile: (302) 652-8405

-and-

**NIXON PEABODY LLP**

John V. Snellings  
Amanda Darwin  
100 Summer Street  
Boston, MA 02110  
Telephone: (617) 345-1201  
Facsimile: (866) 947-1732

Counsel for Law Debenture Trust Company  
of New York

**CERTIFICATE OF SERVICE**

I hereby certify that on this 3<sup>rd</sup> day of April, 2007, I served by hand delivery and electronic filing the JOINT NOTICE OF APPEAL TO THE UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT, using CM/ECF which will send notification of such filing(s) to the following:

Victoria Watson Counihan, Esquire  
Dennis A. Meloro, Esquire  
Greenberg Traurig LLP  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, DE 19801

Adam G. Landis, Esquire  
Kerri K. Mumford, Esquire  
Rebecca L. Butcher, Esquire  
Landis Rath & Cobb LLP  
919 Market Street, Suite 600  
Wilmington, DE 19801

Neil B. Glassman, Esquire  
Charlene D. Davis, Esquire  
Eric M. Suttly, Esquire  
The Bayard Firm  
222 Delaware Avenue, Suite 900  
P.O. Box 25130  
Wilmington, DE 19899

I also certify that, on this 3<sup>rd</sup> day of April, 2007, I served the aforementioned document, by e-mail and Federal Express, upon the following participants:

Alan W. Kornberg, Esquire  
Margaret A. Phillips, Esquire  
Ephraim I. Diamond, Esquire  
Paul Weiss, Rifkind, Wharton & Garrison  
1285 Avenue of the Americas  
New York, NY 10019

Philip Bentley, Esquire  
Matthew J. Williams, Esquire  
Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036

Steven J. Reisman, Esquire  
Joseph D. Pizzurro, Esquire  
Nancy E. Delaney, Esquire  
Miriam K. Harwood, Esquire  
Curtis, Mallet-Prevost, Colt & Mosle LLP  
101 Park Avenue  
New York, New York 10178-0061

/s/ David W. Carickhoff, Jr.  
David W. Carickhoff, Jr. (DE No. 3715)